

RECEIVED
DEPARTMENT OF JUSTICEUNITED STATES DEPARTMENT OF JUSTICE
WASHINGTON, D.C. 20530

AMENDMENT TO REGISTRATION STATEMENT

REGISTRATION UNIT
INTERNAL SECURITY
SECTION
CRIMINAL DIVISIONPursuant to the Foreign Agents
Registration Act of 1938, as amended.

| | |
|---|------------------------------------|
| 1. Name of Registrant Ruder & Finn Incorporated | 2. Registration No. 1481 |
|---|------------------------------------|

3. This amendment is filed to accomplish the following indicated purpose or purposes:

☐ To correct a deficiency in☐ To give a 10-day notice of a change in information as required by Section 2(b) of the Act.☐ Initial Statement☐ Supplemental Statement
for _____☒ Other purpose (specify) to submit translation of contract previously filed with Dept. of Justice, along with original letter of proposal☐ To give notice of change in an exhibit previously filed.

4. If this amendment requires the filing of a document or documents, please list -

Translation of letter of agreement between Ruder & Finn and Mission Interministerielle pour l'aménagement du littoral Languedoc-Roussillon, along with original letter of proposal to them, per your request.

5. Each item checked above must be explained below in full detail together with, where appropriate, specific reference to and identity of the item in the registration statement to which it pertains. If more space is needed, full size insert sheets may be used.

Same as above.

The undersigned swear(s) or affirm(s) that he has (they have) read the information set forth in this amendment and that he is (they are) familiar with the contents thereof and that such contents are in their entirety true and accurate to the best of his (their) knowledge and belief.

(Both copies of this amendment shall be signed and sworn to before a notary public or other person authorized to administer oaths by the agent, if the registrant is an individual, or by a majority of those partners, officers, directors or persons performing similar functions who are in the United States, if the registrant is an organization.)


 Marvin D. Frankel
Subscribed and sworn to before me at New York, NYthis 7th day of February, 19 74

 (Notary or other official)

My commission expires _____

 MARTHA JANE LASLETT
 Notary Public, State of New York
 No. 31-3821163
 Qualified in New York County
 Commission Expires March 30, 1979

RÉPUBLIQUE FRANÇAISE

PREMIER MINISTRE

Délégation à l'Aménagement
du Territoire et à l'Action Régionale

Mission Interministérielle

pour l'aménagement du littoral
Languedoc-Roussillon

RECEIVED
DEPARTMENT OF JUSTICE

15 JAN 1974 PARIS, le

REGISTRATION UNIT
INTERNAL SECURITY
SECTION
CRIMINAL DIVISION

13 JAN 1974

78, AVENUE MARCEAU - 75008 PARIS

Tél. : 720.07.89

TRANSLATION
ATTACHED

170557

Cher Monsieur,

J'ai bien reçu votre lettre du 18 décembre et vos propositions pour notre séjour aux Etats-Unis et la prospection des investisseurs éventuels.

Je vous donne mon accord sur le programme envisagé c'est à dire la rencontre des principaux promoteurs immobiliers, des groupes hôteliers, des entreprises de transport, des grandes institutions bancaires, des quelques grandes agences de voyages forfaitaires et des personnalités de la presse financière et d'affaires.

Je vous informe que M. Racine accompagnera sans doute la délégation aux Etats-Unis. Je désirerais que l'essentiel du séjour puisse se limiter à une semaine de travail et j'aimerais bien que vous puissiez reporter ce séjour à la dernière semaine de février. Nous pourrions arriver le dimanche 24 et repartir le dimanche 3 mars.

Je vous donne mon accord également sur le budget que vous proposez, soit pour vos honoraires la somme forfaitaire de 5.500 dollars et pour les dépenses remboursées sur justifications une somme que l'on peut estimer entre 1.000 et 1.500 dollars.

Pour la commodité administrative de l'opération et pour permettre aussi à Mme Steckel, représentant officiel de la D.A.T.A. à New York, d'être associée à cette prospection du marché américain, je vous propose que le marché soit signé par Mme Steckel sur la base du programme approuvé par nous, ce qui lui permettra de vous rembourser facilement les dépenses engagées, étant entendu que vous restez seul responsable de l'organisation du voyage, des rendez-vous, de l'environnement de presse dont vous avez parlé.

Je vous prie de croire, Cher Monsieur, à l'assurance de mes meilleurs sentiments.

Monsieur Marvin D. FRANKEL
Executive Vice President International
RUDER & FINN
110 East Fifty-Ninth Street
NEW YORK N.Y. 10022

P. Racine

Premier Ministre

Délégation à l'Aménagement du Territoire
et à l'Action Régionale

Mission Interministérielle
pour l'aménagement du littoral
Languedoc-Roussillon

Translation

Paris, January 3 1974

78, avenue Marceau - 75008 Paris

Tel.: 720 07 89

Dear Sir,

Thank you for your letter of December 18 and your proposals in reference with our visit to the United States to contact potential investors.

I agree on the proposed programme , i.e. to meet major real estate promoters, hotel groups, transportation companies, large banking institutions, some large travel agencies and high level representatives of the financial and business press.

I am pleased to inform you that Mr. Pierre Racine plans to accompany the delegation to the United States. I wish this trip would be limited to a week's work and I would like it to take place the last week of February. We could arrive on Sunday February 24 and return Sunday March 3.

I also agree on the proposed budget, a fee of \$5,500 and expenses to be reimbursed on presentation of proper voucher in the amount of 1,000 to 1500 dollars.

For administrative reasons and also to allow Mrs. Steckel, official representative of DATAR in New York, to be associated with this project of contacts with the American Market, may I suggest that the contract be signed by Mrs. Steckel on the basis of the programme approved by us, which will entitle her to reimburse the expenses. However you remain solely responsible of the organization of the trip, the meetings and the press relations which you mentioned.

Sincerely yours,

Mr. Marvin D. Frankel
Executive Vice President International
Ruder & Finn
110 East Fifty ninth Street
New York, N.Y. 10022

s/Pierre Raynaud

*Signed to me this 7th day of
February 1974 that Lucille V.
Corrier translated the above.
Mattha Jane Kaslett*

Lucille V. Corrier
Translated by: Lucille V. Corrier

Notary Public
Qualified in New York State
Commission Expires March 31, 1975

Bill Ruder
Marvin D. Frankel

RUDER & FINN

December 18, 1973

[Handwritten signatures and notes]

MARVIN D. FRANKEL
SENIOR VICE PRESIDENT

M. Pierre Raynaud
Secretary-General
Mission Interministerielle pour l'Amenagement
touristique du littoral Languedoc-Roussillon
78 avenue Marceau
Paris 8^e, France

Dear M. Raynaud:

Now that I am back in New York I wish to take this opportunity to thank you again for the kind hospitality you offered me during my stay in France.

Enclosed, as I mentioned to you, is a summary of how I believe Ruder & Finn International can assist you and the Languedoc-Roussillon Authority on your proposed visit to the United States.

We look forward to being of service and assistance to you on this project and if there are any further questions that you have, please do not hesitate to contact me.

Very truly yours,

[Signature of Marvin D. Frankel]
Marvin D. Frankel
President
Ruder & Finn International

MDF:maa
Encls.

PROPOSED VISIT TO THE UNITED STATES
BY THE LANGUEDOC-ROUSSILLON DELEGATION

Proposed Time -- February 4th through February 15th

Cities to be Visited -- Major concentration on meetings with investors in the greater New York City area with some special visits to other cities possibly including Boston, Chicago and Washington, D.C.

Investor Targets --

1. Major Real Estate Developers
2. Resort and Hotel Operators
3. Transportation Interests
4. Major Banking Institutions
5. Key Travel Wholesalers
6. Business and Financial Press Personnel

Major Real Estate Developers -- Our prime target for these visits will be to arrange visits with key executives of the real estate investment groups. These would be companies who already have manifested interests in the development of villas, condominiums, apartments and large scale housing projects. Typical examples are such organizations as:

- o Levitt Brothers (the developer of Levittown U.S.A. and other huge and unusual apartment and home projects).
- o Arlen Properties
- o W. R. Grace & Co.
- o Overseas Real Estate
- o Penmark Realty Corp.

- o Diamondhead Corporation
- o Alcoa Residences
- o General Development Corp.
- o Leisure Time Communities

This is merely a representative group that we suggest. We would hope to arrange at least ten such appointments.

Resort and Hotel Operators -- As we indicated in our conversation, it would be wise to make contact with one or two very large hotel operators such as the Hilton and the Sheraton as well as medium sized operations including:

- o Rockresort (a Rockefeller interest)
- o Holiday Inns
- o Loews
- o Howard Johnson's
- o Knott

Again these are to be taken as representative examples of the kinds of appointments and meetings we would want to set up.

Transportation Interests -- In our meetings in Paris we discussed the possibility of meeting with major American-International airlines who have also begun to invest exclusively in hotel and tourist facilities. As an example, we would hope to set up meetings with representatives from such companies as:

- o Pan American
- o TWA
- o National Airlines

Major Banking Institutions -- We feel that it is of prime importance that the Languedoc-Roussillon Delegation make contact with the investment departments of major American banking institutions as a possible entrée to their own clients who could conceivably be interested in the proposed investment projects. As an example of the kinds of institutions we would like to set up meetings with, we suggest:

- o First National City Bank
- o Chase Manhattan Bank
- o Bank of America
- o Chemical Bank

In addition to meeting with these institutions we will seek to have one of these major banks host a special luncheon for the Delegation and special clients. This would insure the Delegation of getting its story across to a large number of potential investors that might not have been contacted because of time limitations.

Key Travel Wholesalers -- Again to learn what American travel wholesalers think of the Languedoc-Roussillon resort complex, we would want to set up meetings with key travel wholesalers such as:

- o American Express
- o Thomas Cook

As we also discussed, these meetings would be first on our schedule so that their comments and enthusiasm for the project could be used in subsequent meetings with potential investors.

Business and Financial Press Personnel -- To insure that we get across our story to as large a number of potential investors as possible, we would want to set up private interviews with the business and financial writers of important metropolitan newspapers as well as special industry trade press, which is read exclusively by members of the banking, real estate and hotel community.

These groups will, in effect, form the nucleus of our proposed meetings in an effort to attract American investments to the Languedoc-Roussillon area.

It is our earnest recommendation that in the Delegation there be at least one member who is fluent in English and can act as a translator for the group when negotiations become complex.

It is also hoped that the new film on the Languedoc-Roussillon area is available, "in portable form", for showing in small office situations without the use of special projectors and screens.

Special Ruder & Finn Projects

For every appointment set up Ruder & Finn will send to Paris, if time permits, an annual report on the company to be visited as well as information on the individuals whom the Languedoc-Roussillon Delegation will be meeting. This will allow the Delegation ample time to learn about the company's operations and interests prior to the meeting. In addition, Ruder & Finn prior to the meeting will have sent to the company materials on the Languedoc-Roussillon area so that both parties will have had ample information concerning each other's activities.

In addition, a special news release covering the Languedoc-Roussillon area will be mailed to several hundred magazines and newspapers throughout the United States with special mention that further information for interested parties may be obtained by writing to the Languedoc-Roussillon Authority in Paris.

Finally, Ruder & Finn will also develop a special mailing list of several hundred American companies to whom we will mail selected pamphlets and brochures on the Languedoc-Roussillon complex. In this way we will have covered the maximum number of possible interested investors in the United States.

We would like to have at least four to five weeks lead time in preparing for this visit. Once we have official permission to proceed on this project, we would also like to have biographies or resumes on the individuals coming to the U.S., a photograph of the head of the Delegation and ample supplies of brochures and other materials for special mailings. We will notify the Authority as to what materials we deem important for these mailings.

As appointments are confirmed they will be forwarded on to you so that you will be able to see the U.S. project in complete detail.

Budget

Our charges for time on this project will be \$5,500. This does not include out-of-pocket expenses such as:

- o Long distance telephone calls
- o Postage for special mailings
- o Luncheon or breakfast press meetings
- o Messenger Services
- o Etc.

Each of these items as they are incurred will be listed in detail for you and will be accompanied by a purchase order and/or bill. A listing of the expenses in this area is as follows:

| | <u>High</u> | <u>Low</u> |
|--|--|------------|
| Telephone Costs: | \$100 | \$200 |
| Reproduction and mailing of news release | 85 | 120 |
| Mailing of pamphlets and brochures to investors | 100 | 150 |
| Press breakfasts and luncheons | 120 | 200 |
| Reproduction of biographies and resumes | 20 | 35 |
| Messenger service | 25 | 35 |
| Translator, if needed | \$145 per day (9 a.m. to 5 p.m. in the New York area) | |

Naturally, hotels and transportation for the Delegation is not included in these expenses but will be paid for by the Delegation.